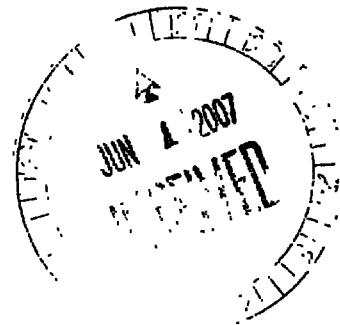


RECORDATION NO. 20988-B FILED

JUN 04 '07

1-10 PM

SURFACE TRANSPORTATION BOARD



## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel. 847.318.7575  
Fax. 847.318.7588

**VIA UPS 2<sup>nd</sup> DAY AIR**

May 31, 2007

Mr. Vernon Williams  
Surface Transportation Board  
395 E Street, Suite 100  
Washington, D. C. 20024  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated April 12, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 20988.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Italgrani Elevator Company  
7900 Van Buren St.  
St. Louis, MO 63111

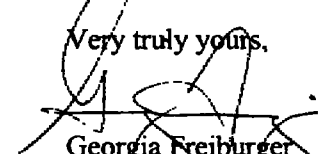
A description of the railroad equipment covered by the enclosed document is three (3) 60' Plate "F", 100-ton box cars, with NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:      Memorandum of Lease

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosures  
(ITAL010)

JUN 04 '07

1:10 PM

ASSGN. NO.: ITAL010

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

12<sup>th</sup> THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12<sup>th</sup> day of April, 2007, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Italgrani Elevator Company ("Lessee"), a Missouri corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 3, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 30, 2007, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR  
Vice President Sales & MarketingBy: Susan GrotulskyName: SUSAN GROKULSKY

Title: \_\_\_\_\_

Title: ASST. DIRECTOR DOCUMENTATION Executed on this 12<sup>th</sup> day of April, 2007.

[CORPORATE SEAL]

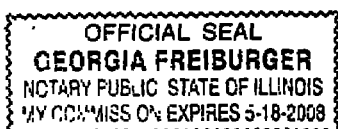
STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12<sup>th</sup> day of April, 2007.

[Signature]  
Notary Public

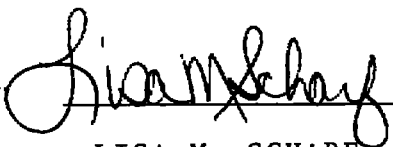
My Commission Expires:

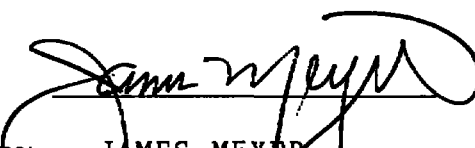
5-2008  
(Notary Public)

LESSEE:

ITALGRANI ELEVATOR COMPANY

ATTEST:

By:   
Name: LISA M. SCHARF

By:   
Name: JAMES MEYER  
Title: PRESIDENT

Title: TRANSPORTATION MANAGER Executed on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.


[CORPORATE SEAL]

STATE OF Ill.

COUNTY OF St. Louis

I, Kathryn A. Bucher, a Notary Public of the County and State aforesaid, certify that James Meyer personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of April, 2007.

  
Notary Public

Commission Expires:

3.24.11  
(Notary Public)

KATHRYN A. BUCHER Notary Public - Notary Seal STATE OF MISSOURI St. Louis County My Commission Expires March 24, 2011 Commission # 07423442
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**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Three (3)

DESCRIPTION OF CARS:    60' Plate "F", 100-ton box cars equipped with 10' plug doors.

CAR NUMBERS:

NDYX	600040
NDYX	600042
NDYX	600044